FORM D	UNITED STATES	OMB APPROVAL
	SECURITIES AND EXCHANGE COMMISSION	OMB Number: 3235-0076
•	Washington, DC 20549	Expires: May 31, 2002
۲ <u></u>	FORM D	1 2003 Estimated average burden
	OTICE OF SALE OF SECURITIES	Ahours per response1
	PURSUANT TO REGULATION DO	400
	SECTION 4(6), AND/OR	SEC Use Only
03017802	IIIIIIIIIII ORM LIMITED OFFERING EXEMPTIO	Prefix   Serial
03017002		DATE RECEIVED
	122564	7
Sale of beneficial in Filing Under (Check box(e	eck if this is an amendment and name has changed, and indicate nterests in NNN Park Sahara, DST  s) that apply):    Rule 504	Rule 506 Section 4(6) ULOE
	A. BASIC IDENTIFICATION DA	ATA
	n requested about the issuer	
Name of Issuer ( ch NNN Park Sahara,	eck if this is an amendment and name has changed, and indicate $\mathbf{DST}$	change.)
Address of Executive Offic	es (Number of Street, City, State, Zip Code)	Telephone number (including area code)
1551 N. Tustin Ave	nue, Suite 650, Santa Ana, California 92705	(877) 888-7348
Address of Principal Busin (if different from Executive	ness Operations (Number and Street, City, State, Zip Code) e Offices)	Telephone number (including area code)
Brief Description of Busine OWNERSHIP AND MAN	ess NAGEMENT OF SHOPPING CENTER	
Type of Business Organiza	ation  limited partnership, already formed	other (please specify): PROC

corporation business trust	limited partnership, a limited partnership, to			other (please specify):	PRO
		Month	Year		APK
Actual or Estimated Date of Inc	orporation or Organization:	0 2	0 3	Actual Estimated	TH FIN
Jurisdiction of Incorporation or	Organization: (Enter two-letter	U.S. Postal Se	ervice abbrev	iation for State:	ru:
	CN for Canada;	FN for other f	oreign jurisd	liction) DE	

### GENERAL INSTRUCTIONS

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501, et seq., or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate state will not result in loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated upon the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form

are not required to respond unless the form displays a currently valid **OMB** control number.

SEC 1972(2-97)



03 2003

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years: Each benefiticial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Beneficial Owner Check Box(es) that Apply: ✓ Promoter ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Anthony W. Thompson Business or Residence Address (Number and Street, City, State, Zip Code) 1551 N. Tustin Avenue, Suite 650, Santa Ana, California 92705 ⊠ Beneficial Owner Check Box(es) that Apply: Promoter ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Talle Voorhies Business or Residence Address (Number and Street, City, State, Zip Code) 1551 N. Tustin Avenue, Suite 650, Santa Ana, California 92705 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Jack Maurer Business or Residence Address (Number and Street, City, State, Zip Code) 1551 N. Tustin Avenue, Suite 650, Santa Ana, California 92705 Beneficial Owner Director Check Box(es) that Apply: ☐ Promoter ☐ General and/or Managing Partner Full Name (Last name first, if individual) William C. Daniel Business or Residence Address (Number and Street, City, State, Zip Code) 1551 N. Tustin Avenue, Suite 650, Santa Ana, California 92705 Check Box(es) that Apply: Promoter Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Triple Net Properties, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 1551 N. Tustin Avenue, Suite 650, Santa Ana, California 92705 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

☐ Executive Officer

☐ Director

General and/or

Managing Partner

☐ Beneficial Owner

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter

				Д, 1	NFOR		ABOU	OFFE	ning		Vac	No.
1.º I	Has the issue	er sold, or doe	es the iss			non-accredi opendix, Co						No ⊠
2.	What is the n	ninimum inv	estment								\$2	47,650
3. I	Issuer reserv Does the offer	ves the right ring permit j	to sell froint own	actional unit ership of a s	ts) ingle unit	:?						No
remu or ago perso	Enter the inf neration for ent of a brok ns to be liste	solicitation o er or dealer : d are associa	f purcha registere ted perso	sers in conn d with the S ons of such b	ection wi SEC and/o	th sales of or with a st	securities ate or stat	in the offe es, list the	ring. If a period in a period in a meriod	oerson to be l he broker or	listed is a dealer. I	n associa f more th
	Name (Last n V Capital		ingiviau	31)								
	ess or Reside I <b>N. Tusti</b>							705				
	e of Associate N Capital		Dealer									
	s in Which P Check "All S											All States
[AL]	[AK]	[AZ]	[AR]	[CA] XX	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN] XX	[MS]	[MO]
[MT]	[NE]	[NV] XX	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR] XX	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI] XX	[WY]	[PR]
8 <b>62(</b> Name	ess or Reside West 116 of Associate Financia	oth Street,	200, C		-	-		651				
	s in Which Po Check "All S										🛛 A	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
	Name (Last n											
	ess or Reside Park Ro						de)		· · _ · _ · · ·			
	of Associate na Financ	and the second second		n	· ·							
	s in Which Po Check "All S								•••••		🛛 A	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	<b></b> [HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

				B. II	NFORM	ATION A	BOUT	OFFER	ING			
	the issuer			Answer	also in App	endix, Colu	ımn 2, if fi	ling under	ULOE.			No X
(Iss	at is the minuer reservers s the offering	s the right	to sell frac	tional unit	s)						Yes	<u>47,650</u> No □
4. Ent remuner or agent	er the infor ation for so of a broker to be listed	mation required dicitation of or dealer i	uested for f purchase registered	r each pers rs in conne with the S	son who ha ection with EC and/or	s been or v sales of se with a stat	will be pai curities in se or states	d or given the offeri	, directly ong. If a pename of the	or indirectly rson to be l e broker or	isted is an dealer. If	n associate more that
	ne (Last na e <b>Securi</b>				ıthern C	aliforni	a		· · · · · · · · · · · · · · · · · · ·			
	or Residen Ielrose A					_		69				
	Associated e Securi			n of Sou	ıthern C	aliforni	a					
	Which Per eck "All Sta										🔲 А	ll States
[AL]	[AK]	[AZ] XX	[AR]	[CA] XX		[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA] XX	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV] XX	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR] XX	[PA] <b>XX</b>
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA] XX	[WV]	[WI]	[WY]	[PR]
Finan	ne (Last nar ce 500, I1	nc.			City Stat	o Tin Code	<u> </u>					
	or Residen <b>MacArth</b>					_		.2				
	Associated ce 500, In		Dealer									
	Which Per eck "All Sta									,	🛛 A	ll States
[AL] XX	[AK]	[AZ] XX	[AR] XX	[CA] XX	[CO] XX	[CT] XX	[DE] XX	[DC] XX	[FL] XX	[GA] XX	[HI] XX	[ID] XX
[IL] XX	[IN] <b>XX</b>	[IA] <b>XX</b>	[KS] XX	[KY] XX	[LA] XX	[ME] XX	[MD] XX	[MA] XX	[MI] XX	[MN] XX	[MS] XX	[MO] XX
[MT] XX		[NV] XX	[NH]	[NJ] XX	[NM] XX	[NY]	[NC] XX			[OK] <b>XX</b>		
	[SC] XX ne (Last nar l Securit		ndividual)		[UT] XX	[VT]	[VA] XX	[WA] XX	[WV]	[WI] XX	[WY] XX	[PR]
	or Residen							Colora	do 8011	1		
	Associated l Securit			c.								
	Which Per eck "All Sta										. 🛛 A	ll States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES, AND USE OF PROCEEDS

	fered for exchange and already exchanged.  Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$ 0	\$ 0
		\$ 0	\$ 0
	Equity Common Preferred	φυ	φ
	Convertible Securities (including warrants)	\$0	\$0
	Partnership Interests	\$0	\$0
	Other (DST Interests)	\$ <u>4,953,000</u>	\$ <u>       0                             </u>
	Total	\$ <u>4,953,000</u>	\$0
	Answer also in Appendix, Column 3, if filing under ULOE.		
50	this offering and the aggregate dollar amounts of their purchases. For offerings under Ro 04, indicate the number of persons who have purchased securities and the aggregate dollar mount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."		Aggregate Dollar Amount of Purchases
	Accredited Investors.	0	\$ 0
			\$ 0 \$ 0
	Non-accredited Investors.	0	\$ <u> </u>
	Total (for filings under Rule 504 only)		<b>э</b>
	<ul><li>2) months prior to the first sale of securities in this offering. Classify securities by type sted in Part C - Question 1.</li><li>Type of Offering</li><li>Rule 505</li></ul>	Type of Security	Dollar Amount Sold
	Sted in Part C - Question 1.  Type of Offering  Rule 505		
	Sted in Part C - Question 1.  Type of Offering  Rule 505		
	Type of Offering  Rule 505  Regulation A  Rule 504		\$\$ \$\$
a.	Type of Offering Rule 505 Regulation A Rule 504 Total	Security  The securities in The information may be	Sold \$ \$ \$ \$ pe
a.	Type of Offering  Rule 505  Regulation A  Rule 504  Total  Furnish a statement of all expenses in connection with the issuance and distribution of this offering. Exclude amounts relating solely to organization expenses of the issuer. It is given as subject to future contingencies. If the amount of an expenditures is not known	Security  The securities in The information may land, furnish an estimate	Sold \$ \$ \$ \$  \$  \$  \$
a.	Type of Offering  Rule 505  Regulation A  Rule 504  Total  Furnish a statement of all expenses in connection with the issuance and distribution of this offering. Exclude amounts relating solely to organization expenses of the issuer. It given as subject to future contingencies. If the amount of an expenditures is not known and check the box to the left of the estimate.	Security  the securities in The information may land, furnish an estimate	Sold \$ \$ \$ \$  \$  See  \$  \$
a.	Type of Offering  Rule 505  Regulation A  Rule 504  Total  Furnish a statement of all expenses in connection with the issuance and distribution of this offering. Exclude amounts relating solely to organization expenses of the issuer. To given as subject to future contingencies. If the amount of an expenditures is not known and check the box to the left of the estimate.  Transfer Agent's Fees	Security  The securities in The information may land, furnish an estimate	\$Sold \$\$ \$\$ \$\$  Sold \$\$ \$\$ \$\$ \$\$  Sold \$\$ \$\$ \$\$ \$\$  Sold \$\$ \$\$  Sold \$\$ \$\$  Sold \$\$ \$\$  Sold \$
a.	Type of Offering  Rule 505  Regulation A  Rule 504  Total  Furnish a statement of all expenses in connection with the issuance and distribution of this offering. Exclude amounts relating solely to organization expenses of the issuer. Tigiven as subject to future contingencies. If the amount of an expenditures is not known and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs	Security  The securities in The information may land, furnish an estimate	\$Sold \$\$ \$\$ \$\$  \$
a.	Type of Offering  Rule 505  Regulation A  Rule 504  Total  Furnish a statement of all expenses in connection with the issuance and distribution of this offering. Exclude amounts relating solely to organization expenses of the issuer. It is given as subject to future contingencies. If the amount of an expenditures is not known and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  Legal Fees	Security  The securities in The information may land the securities in furnish an estimate	\$Sold \$\$ \$\$ \$\$  \$
a.	Type of Offering  Rule 505  Regulation A  Total.  Furnish a statement of all expenses in connection with the issuance and distribution of this offering. Exclude amounts relating solely to organization expenses of the issuer. To given as subject to future contingencies. If the amount of an expenditures is not known and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  Legal Fees  Accounting Fees	Security  The securities in The information may Information may Information in Securities in Securit	\$Sold \$\$ \$\$ \$\$  \$
a.	Type of Offering  Rule 505	Security  The securities in The information may Information may Information in Securities in Securit	\$Sold \$\$ \$\$ \$\$  Sold \$\$ \$\$ \$\$ \$\$  \$\$ \$

•	<u></u>					
	the aggregate offering price given in response to Part in response to Part C - Question 4.a. This difference i			\$ <u>4,235,005</u>		
each of the purposes shown. If the check the box to the left of the est	adjusted gross proceeds to the issuer used or proposed e amount for any purpose is not known, furnish an est imate. The total of payments listed must equal the ad	imate	e and			
proceeds to the issuer set forth in	response to Part C - Question 4.b. above.		Payments to Officers, Directors & Affiliates	Payments To Others		
Salaries and fees			\$	□ \$ <u>0</u>		
Purchase of real estate			\$	⊠ \$ 3,619,500		
Purchase, rental, or leasing and i	nstallation of machinery and equipment		\$	□ \$ <u>0</u>		
Construction or leasing of plant b	uildings and facilities		\$	□ \$ <u> </u>		
Acquisition of other businesses (in offering that may be used in exch. pursuant to a merger)		-\$	□ \$ <u> </u>			
Repayment of indebtedness			\$	□ \$ <u>(</u>		
Other (specify): closing and carry	ing costs and loan fees		\$ \$			
			\$	⊠ \$ <u>4,235,005</u>		
Total Payments Listed (column to	tals added)		⊠ \$ <u>4</u> ,	<u>235,005</u>		
	D. FEDERAL SIGNATURE		······································	·		
llowing signature constitutes an und	to be signed by the undersigned duly authorized personertaking by the issuer to furnish to the U.S. Securities y the issuer to any non-accredited investor pursuant to	and	Exchange Comm	nission, upon written rec		
suer (print or type)	Signature		Date			
NN Park Sahara, DST	July Varieus		March 28,	2003		
ame of Signer (print or type)	Title of Signer (print or type)	L		** <u>***********************************</u>		
alle Voorhies	Chief Operating Officer, Triple Net Prope	ertie	s, LLC, Manage	r of Issuer		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

$\mathbf{E}$	ST	Δ,	$\mathbf{TE}$	SL	$\alpha N$	JΔ	TT	IR	E.

1.	Is any party described in 17 CFR 230.252 presently subject to any of the disqualification provisions of such rule?	Yes	No ⊠	

See Appendix, Column 5, for state responsse.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrators of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such time as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this information and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized persons.

Issuer (print or type)	Signature	Date
NNN Park Sahara, DST	Tall Cooches	March 28, 2003
Name of Signer (print or type)	Title of Signer (print or type)	-
Talle Voorhies	Chief Operating Officer, Triple Net Prope	erties, LLC, Manager of Issuer

#### Instruction:

Print the name and title of the signing representative under this signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## APPENDIX

1	:	2	3		4	<u> </u>		5 Disqualification under State ULOE			
	Intend to sell to non- accredited investors in State (Part B- Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	1	Type of inv amount purch (Part C-	(if yes, attach e	xplanation of waiver Part E-Item 1)				
State	Yes	No	\$4,953,000 in DST Interests ("DST Interests")	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No		
AL		X	DST Interests - \$4,953,000				<u> </u>		X		
AK		X	DST Interests - \$4,953,000						. <u>X</u>		
AZ		X	DST Interests - \$4,953,000						X		
AR		X	DST Interests - \$4,953,000						X		
CA		X	DST Interests - \$4,953,000					_	X		
CO		X	DST Interests - \$4,953,000						X		
CT		X	DST Interests - \$4,953,000						X		
DE		X	DST Interests - \$4,953,000						X		
DC		X	DST Interests - \$4,953,000						X		
FL		X	DST Interests - \$4,953,000						X		
GA		X	DST Interests - \$4,953,000						X		
HI											
ID											
IL	-	X	DST Interests - \$4,953,000						X		
IN											
IA		X	DST Interests - \$4,953,000						Х		
KS		X	DST Interests - \$4,953,000						X		
KY		X	DST Interests - \$4,953,000						X		
LA											
ME											
MD		X	DST Interests - \$4,953,000						X		
MA		X	DST Interests - \$4,953,000						X		
MI											
MN		X	DST Interests - \$4,953,000						X		
MS											
MO		X	DST Interests - \$4,953,000						X		

# APPENDIX

1		2	3			4		D.	5
	to non- investo	nd to sell accredited rs in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	f investor and irchased in State t C- Item 2)		under S (if yes explai waive	dification tate ULOE s, attach nation of granted E-Item 1)
				Number of Accredited		Number of Non-Accredited			
State MT	Yes	No		Investors	Amount	Investors	Amount	Yes	No
NE									
NV	!	X	DST Interests - \$4,953,000						X
NH		X	DST Interests - \$4,953,000						X
NJ		X	DST Interests - \$4,953,000						X
NM									
NY									x
NC		X	DST Interests - \$4,953,000						X
ND									
ОН		X	DST Interests - \$4,953,000						X
OK									
OR		X	DST Interests - \$4,953,000						X
PA		X	DST Interests - \$4,953,000						X
RI									
SC		X	DST Interests - \$4,953,000						X
SD									
TN		X	DST Interests - \$4,953,000						X
TX		X	DST Interests - \$4,953,000						X
UT									X
VT					<del></del>				
VA		X	DST Interests - \$4,953,000						X
WA		X	DST Interests - \$4,953,000						X
wv									
WI		X	DST Interests - \$4,953,000						X
WY									
PR									X